

**This is an important document.
Please read it carefully.**

If you are unable to attend the Annual General Meeting, please complete the proxy form enclosed, and return it in accordance with the instructions set out on that form. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor, stockbroker or other professional adviser without delay.

Mazu Alliance Limited
ACN 077 226 183

**Notice of Annual General Meeting
and Explanatory Statement**

**For the Annual General Meeting to be held on
Tuesday, 28 April 2015 at 2:30pm (AEST) at
Level 36, Governor Phillip Tower
1 Farrer Place, Sydney NSW 2000**

Time and Place of Meeting and How to Vote

Venue

The 2014 Annual General Meeting of Shareholders of Mazu Alliance Limited ACN 077 226 183 ("Company") will be held at and on the following place, date and time:

Level 36, Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000

Commencing at:
2:30pm (AEST)
on Tuesday, 28 April 2015.

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 2:30pm.

Voting by Proxy

Please note that:

1. a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
2. a proxy need not be a member of the Company;
3. a Shareholder may appoint a body corporate or an individual as its proxy;
4. a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
5. Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. Where the proportion is not specified, each proxy may exercise half the votes.

Your proxy form is enclosed. Information on completing the enclosed proxy form is contained on the Proxy Form and in the Explanatory Statement. To vote by proxy, please complete and sign this Proxy Form as soon as possible and either send the proxy:

- by facsimile to the Company Secretary on facsimile number +61 8 9315 2233; or
- by post to PO Box 535, Applecross WA 6953; or
- by delivery to Security Transfer Registrars, 770 Canning Highway, Applecross WA 6153

so that it is received not later than 2:30pm (AEST) on Sunday, 26 April 2015.

Voting by Authorised Representative

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate of a letter executed in accordance with the Corporations Act authorising that person to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Company has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 2:30pm (AEST) on 26 April 2015. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Annual General Meeting.

Mazu Alliance Limited

ACN 077 226 183

Notice of Annual General Meeting

Notice

NOTICE IS HEREBY GIVEN that the 2014 Annual General Meeting of Mazu Alliance Limited ("Company") will be held at 2:30pm (AEST) on Tuesday, 28 April 2015, at Level 36, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000.

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement.

Agenda

THE BUSINESS OF THE MEETING will be conducted according to the following agenda:

1. Receipt of Accounts and Reports

To receive and consider the financial position and performance statements of the Company for the year ending 30 June 2014, together with the consolidated accounts of the economic entity and the reports of the Directors and Auditor thereon, in accordance with the Corporations Act 2001 (Cth) ("Corporations Act").

2. Adoption of the Remuneration Report

To consider and, if thought fit, pass with or without amendment the following resolutions as ordinary resolutions:

Resolution 1

"That, for the purpose of section 250R(2) of the Corporations Act and all other purposes, the Remuneration Report of the Company and the entities it controlled for the year ended 30 June 2014 be adopted."

Note: The vote on Resolution 1 is advisory only under section 250R(3) of the Corporations Act and does not bind the Directors or the Company.

3. Re-election of Directors

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

Resolution 2

"That, in accordance with Article 71 of the Company's Constitution and for all other purposes, having resigned

as a director and being eligible, Mr Gabriel Ehrenfeld be re-elected as a Director of the Company."

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

Resolution 3

"That, in accordance with Article 71 of the Company's Constitution and for all other purposes, having resigned as a director and being eligible, Mr Yong Teng Dixie Kor be re-elected as a Director of the Company."

4. Approval of Change of Nature of Activities (Listing Rule 11.1.2)

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

Resolution 4

"That for the purposes of Listing Rule 11.1.2 and all other purposes, the Shareholders approve the change of the Company's major activities to that of an owner and operator of religious shrines and ancillary activities."

5. Replacement Constitution

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

Resolution 5

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes."

6. General Business

To consider any other business that may be brought forward in accordance with the Constitution of the Company or the Corporations Act.

Voting Prohibition Statement Resolution 1 (Item 2)

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Dated the 27th day of March 2015

By order of the Board



Raymond Taylor
Company Secretary

Voting Exclusion Statement Resolution 4 (Item 4)

The Company will disregard any votes cast on Resolution 4 by:

- (a) a person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the Resolution is passed; or
- (b) an associate of those persons.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Mazu Alliance Limited

ACN 077 226 183

Explanatory Statement for Resolutions to be put to the Annual General Meeting

Ordinary Business

1. ITEM 1 – RECEIPT OF ACCOUNTS AND REPORTS

- 1.1.** The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report to be laid before the meeting. There is no requirement in the Corporations Act or the Company's Constitution for shareholders to vote on, approve or adopt these Reports. Shareholders will have a reasonable opportunity at the meeting to ask questions and make comments on these Reports and on the business, operations and management of the Company.
- 1.2.** A representative of the Auditor of the Company, DFK Richard Hill, is required to attend the meeting and will be available to take shareholders' questions and comments about the conduct of the audit, and the preparation and content of the Auditor's Report. Shareholders may forward written questions to the Auditor on these matters for response at the meeting. These should be mailed to the Company Secretary, Mazu Alliance Limited, PO Box 212, Bondi NSW 2026, and may be submitted up to 5 business days before the meeting. The Company is required by law to forward all questions to the Auditor and the Auditor is required to prepare a list of questions that the Auditor considers are relevant to the conduct of the audit and the content of the Auditor's Report. The Auditor may omit questions that are the same in substance as other questions and questions that are not received in a timely manner. At the meeting, the Chairman will give the Auditor a reasonable opportunity to answer the questions on the question list. Copies of the list of questions will be available at the meeting.
- 1.3.** The Auditor of the Company will also be available to take shareholders' questions at the meeting regarding accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audits.

2. ITEM 2 - ADOPTION OF THE REMUNERATION REPORT Resolution 1

- 2.1.** The Company had no changes to its remuneration policy for the year ending 30 June 2014.
- 2.2.** For the 2014-2015 financial year, the directors have set a maximum remuneration equivalent to the amount previously approved by shareholders in total for all directors.
- 2.3.** Remuneration is not linked to company performance.

- 2.4.** No bonus schemes exist.
- 2.5.** No executive termination benefits have been set.
- 2.6.** The amount specified in 2.2 is a maximum, and will not necessarily be expended in full.
- 2.7.** The amount of remuneration for each director has not been set. No senior executives have yet been appointed, and therefore the company is paying no remuneration to senior executives. Necessary services are being provided by external suppliers and are being paid for at commercial rates.
- 2.8.** An opportunity will be provided for discussion of the Remuneration Report at the meeting. However, the vote of shareholders on the Remuneration Report, in accordance with section 250R(3) of the Corporations Act, on this item is advisory only and does not bind the Directors or the Company.

3. ITEM 3 – RE-ELECTION OF DIRECTORS Resolutions 2 and 3

- 3.1.** Article 71 of the Company’s constitution provides that one third of the directors, or if their number is not a multiple of three, then, subject to the Listing Rules, the nearest number to one-third, must retire from office.
- 3.2.** Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following their appointment, or three years, whichever is longer.
- 3.3.** Listing Rule 14.5 provides that an entity that has directors must hold an election of directors each year.
- 3.4.** In consideration of and in accordance with the director rotation requirements of the Company’s constitution and the Listing Rules, and corporate governance best practice to reduce the concentration of director retirements and re-elections in any given year, Gabriel Ehrenfeld and Yong Teng Dixie Kor have retired one year early and, being eligible, have offered themselves for re-election.
- 3.5.** Information about the experience, expertise and qualifications of the directors follows:

Gabriel Ehrenfeld, Vice-Chairman and Executive Director

Mr Ehrenfeld is a merger, acquisition and recapitalisation specialist, with concentration on the financial, legal and commercial restructure of distressed businesses. He has over 30 year industry experience including extensive participation in retailing, information technology, internet service provision, property development, water sports, boat building, manufacturing, research and development, product commercialisation, mergers and acquisitions, capital raising and public company reconstructions.

He has extensive experience in the acquisition of substantial projects

in the mining, real estate and construction sectors in the growing markets of mainland China. His current focus is on the requote of Mazu Alliance on ASX. He is currently:

- Principal at Steinbruck Capital
- Chairman of Coldwell Banker in Australia, operator of the Australian Master Franchise of Coldwell Banker, a global real estate franchising group
- Vice-Chairman of Mazu Alliance Limited, a public company listed on the Australian Securities Exchange (ASX: MZU)
- Trade Ambassador in Australia for People's Government Zhifu District Yantai, China
- Representative in Australia of the Club (China) of World Famous Chateaus
- Executive Chairman of Coldfever International Group which owns the Boto Ski Free project
- Director of a number of unlisted Public and Private companies in Australia, Papua New Guinea, Hong Kong and China.

Yong Teng Dixie Kor, Non-Executive Director

Mr Kor has a degree from Singapore University, majoring in the study of timber species of South East Asia. He is a licensed timber grader.

Mr Kor worked for BHP Trading (S.E. Asia Pte Limited), a wholly owned subsidiary of BHP Billiton Limited. He oversaw the expansion of that company into timber operations, a new area of operations for BHP. He then joined Atura Nambawan Pty Limited in Papua New Guinea as Director and General Manager. That company harvested and exported timber worldwide.

4. ITEM 4 – APPROVAL OF CHANGE OF NATURE OF ACTIVITIES

4.1. Background to change of activities

- 4.1.1. On 7 June 2011, the members of the Company approved the change of the Company's major activities to that of an operator of religious shrines and ancillary activities.
- 4.1.2. Due to the amount of time that has passed since the original approval, ASX has requested that the Company again seek approval of members under Listing Rule 11.1.2 to change the major activities of the Company to being an owner and operator of religious shrines and ancillary activities.
- 4.1.3. Resolution 4 seeks the consent of the members to that change of activities.
- 4.1.4. The nature of the activities is the acquisition and operation of religious shrines and ancillary services. For the avoidance of doubt, the Company's activities remain the same as they have been for the past three years.

4.2. Background to the Mazu City project

- 4.2.1. The Company sought the change of activities for the purpose of proceeding with a project based around the belief in the goddess Mazu.
- 4.2.2. Mazu is a goddess of the sea with over 200 million followers today from both the Buddhist and Taoist religions. The worship of Mazu occurs in over 10,000 temples across the world.
- 4.2.3. Mazu Alliance Limited acquired a key site in Wujiang Village in Zhangpu County, Fujian Province, China, for the worship of Mazu. That site includes a temple that currently attracts 500,000 pilgrims each year, and contains the oldest golden statue of Mazu in the world.
- 4.2.4. In cooperation with the Chinese provincial and local governments and a large number of Mazu congregations from Taiwan, an extensive expansion of the site is being undertaken to establish it as the most significant location for the worship of Mazu in the world. The precinct is to be known as Mazu City. In addition to the existing temples and facilities, it will be expanded to include 3,600 private temples, a 28 metre high mountain top golden statue of Mazu, a commercial zone and a retail street, accommodation and a retirement village, that create extensive opportunities for the generation of revenue and profit.

4.3. Details of transaction to which the change in activities relates

- 4.3.1. The Company entered into two related agreements in relation to the acquisition of the Mazu temple assets:
 - 4.3.1.1. An agreement with the shareholders of Zhangzhou Wushi Tourism Development Co Ltd (see clause 4.3.2 for more details); and
 - 4.3.1.2. An agreement with the Zhangpu government (see clause 4.3.3 for more details).

The key elements of each agreement are set out below.

4.3.2. Agreement with Temple Shareholders (Clause 4.3.1.1)

Background

The Mazu Temple assets in Wujiang Village in Zhangpu County, Fujian Province, China were controlled by Zhangzhou Wushi Tourism Development Co Ltd. The Company entered into a contract with the shareholders of Zhangzhou Wushi Tourism Development Co Ltd for the transfer of all their shares to the Company. Consideration for that agreement was the issue of 104,915,083 shares in the Company in total to those shareholders. Upon completion of that agreement, Zhangzhou Wushi Tourism Development Co Ltd became a wholly owned subsidiary of Mazu Alliance Limited.

Current status

The agreement has been brought into effect, Zhangzhou Wushi Tourism Development Co Ltd is a wholly owned subsidiary of Mazu Alliance Limited, and the temple assets are under the control of the Company.

On 10 May 2011, the Company issued a Notice of Meeting and Information Memorandum relating to the reconstruction of the Company's capital, the raising of capital by the issue of securities and the acquisition of the Mazu temple assets. On 7 June 2011, the members in general meeting approved all those transactions, and the cash was raised, the assets acquired and the securities issued.

The Company issued 104,915,083 securities to the shareholders of Zhangzhou Wushi Tourism Development Co Ltd prior to the Company re-complying with Chapters 1 and 2 of the Listing Rules as required by ASX. All of these securities will be restricted by ASX for 12 months from the date of the requotation of the Company's securities on ASX.

4.3.3. Agreement with Zhangpu government (Clause 4.3.1.2)

Background

The Company has an agreement with the Zhangpu government in relation to the development of Mazu City and the relocation of farmers off that part of the land currently occupied for the purposes of farming. This agreement provides for a substantial saving to the Company with respect to the expropriation costs that would normally be incurred in the acquisition and development of farmland.

Key terms of agreement

That agreement provided for:

- The establishment of a wholly owned Chinese subsidiary of the Company;
- The wholly owned subsidiary to be the holder of the land usage rights;
- For the government to relocate all farmers from the land;
- For the Company to have all rights on the land for a period of 70 years.

Key financial provisions

The agreement provides for:

- The establishment of a wholly owned Chinese subsidiary of the Company;
- That subsidiary to have a registered capital of USD 12.0 million;
- A balance of USD 9.6 million to be paid as expropriation costs of the land from the farmers;
- Payment of RMB 10 million before expropriation and use of the land by the Company can commence.

Current status

The wholly owned Chinese subsidiary has been incorporated. USD 2.4 million has already been contributed and the balance will be contributed from the proceeds of future capital raising.

Likelihood of completion

The agreement is on foot and, subject to raising sufficient capital, the Company is not aware of any reason why it should not complete.

Effect of non-completion

If this agreement does not complete, the Company may not be able to relocate the farmers from the land and will not have the use thereof, and or may be faced with the burden of doing so at normal commercial rates, which could be significantly more than the costs under this agreement with the government.

4.4. Details of previous issues of securities

4.4.1. Concurrent with the acquisition of the Mazu temple assets, the Company also issued securities in accordance with the resolutions passed by the shareholders on 7 June 2011 for the following purposes:

4.4.1.1. An issue of 128,361,476 fully paid ordinary shares and 40,000,000 B Class Options to raise \$2,013,636.15 (see clause 4.4.2 for more details); and

4.4.1.2. An issue of 1,500,000 fully paid ordinary shares to extinguish the Company's liabilities to creditors (see clause 4.4.3 for more details).

The key elements of each issue of securities are set out below.

4.4.2. Issue of 128,361,476 shares & B Class Options (Clause 4.4.1.1)

Issue of Ordinary Shares & B Class Options

In accordance with the resolutions passed by the shareholders of the Company on 7 June 2011, the Company issued the following securities to raise the following proceeds:

Details of the issue	Amount raised
106,361,476 fully paid ordinary shares to nominees of GXG Acquisition Trust	\$10,636.15
2,000,000 to Mr Bingkun Huang	\$2,000,000.00
20,000,000 fully paid ordinary shares to the professional advisers of GXG Acquisition Trust	\$2,000.00
40,000,000 B Class Options to nominees of GXG Acquisition Trust	\$1,000.00
TOTAL	\$2,013,636.15

Terms of B Class Options

The key terms of the B Class Options are:

- Issue price - \$1,000 in total for 40,000,000 B Class options.
- Exercise price - \$0.20 each.

- Expiry date – 31 December 2015.

The full terms and conditions of the B Class Options are set out in Schedule 2 to this Notice of Annual General Meeting and Explanatory Statement.

4.4.3. **Issue of 1,500,000 shares (Clause 4.4.1.2)**

Background to share issue and extinguishment of creditor claims

The Company was placed in administration on 17 November 2006 and was subject to a Deed of Company Arrangement (**DOCA**) from 13 April 2007 to 9 November 2011. At the time of being placed into administration, the Company had creditor claims of approximately \$1.5 million. Pursuant to the terms of the DOCA, the creditors had agreed to accept 1,500,000 fully paid shares in the Company to extinguish those claims. The creditors accepted this as part of the overall transaction involving the acquisition of the Mazu temple assets and associated transactions. These shares have now been issued to the Creditors' Trust:

Details of the issue	Amount raised
1,500,000 fully paid ordinary shares to GXG Creditors' Trust to extinguish all creditor claims against the Company	Nil
TOTAL	Nil

4.5. **Effect of the transaction on the issued capital of the Company**

The acquisition of the Mazu temple assets and associated transactions has changed the capital structure of the Company. The capital positions before and after the transactions are set out below:

4.5.1. **Capital structure before Mazu Acquisition**

	Shares	B Class Options
Pre-existing securities on issue	55,510,893	Nil
50:1 reconstruction of capital (with rounding)	1,110,402	Nil
Total Shareholders' Equity / (<u>Deficit</u>)		(\$1,447,689)

Prior to the transactions, the shareholders had no net equity in the Company, and in fact had a deficit of \$1,447,689.

4.5.2. Capital structure after Mazu Acquisition

	Shares	B Class Options
Existing securities on issue after 50:1 reconstruction of capital (with rounding)	1,110,402	Nil
Issue of new securities	234,776,559	40,000,000
TOTAL	235,886,961	40,000,000
Total Shareholders' Equity / (Deficit)		\$39,854,739

Immediately following the transactions, the shareholders had net equity in the Company of \$39,854,739.

Restricted Securities

As noted above, the Company has issued a total of 234,776,559 ordinary shares and 40,000,000 B Class Options under the transaction to date. Depending on the category of escrow imposed by the ASX, some of these securities may be escrowed for up to 24 months from the date of quotation of the Company's securities.

4.6. Financial effects of the transaction

The transactions for the acquisition of the Mazu temple assets have financially transformed the Company. The financial position before and after the transactions are set out below.

4.6.1. Summary of financial position before the Mazu temple acquisition

Before the acquisition of the Mazu temple assets, the Company had no income, no assets, had ongoing operational losses and accumulated losses of \$46,617,615. Shareholders had no earnings and no net equity in the Company.

Item (as at 30 June 2011)	TOTAL (Pre-Transaction)
Total Comprehensive Income	(\$29,753)
Total Assets	\$0
Net Assets	(\$1,447,689)
Earnings per share (cents per share):	
Basic profit / (loss) per share	(0.05)
Diluted profit / (loss) per share	(0.05)

4.6.2. Summary of financial position following the Mazu temple acquisition

Following the acquisition of the Mazu temple assets, the Company has performed successfully and generated significant shareholder wealth. The details are summarised below:

Item (as at 30 June 2014)	TOTAL (Post-Transaction)
Total Comprehensive Income	\$25,767,322
Total Assets	\$73,580,967
Net Assets	\$48,209,922
Earnings per share (cents per share):	
Basic profit / (loss) per share	14.43
Diluted profit / (loss) per share	12.51

Details of the individual financial years since the acquisition of the Mazu temple assets are set out below:

Item	30/06/2014	30/06/2013	Restated 30/06/2012
Total Comprehensive Income	\$1,344,663	\$2,266,242	\$22,156,417
Total Assets	\$73,580,967	\$73,442,003	\$60,262,685
Net Assets	\$48,209,922	\$49,468,604	\$38,308,253
Earnings per share (cents per share):			
Basic profit / (loss) per share	0.57	0.96	12.90
Diluted profit / (loss) per share	0.49	0.82	11.20

- 4.6.3. A detailed balance sheet comparing the Statement of Financial Position of the Company prior to the acquisition of the Mazu temple assets and subsequent to the acquisition of the Mazu temple assets the is set out in Schedule 1 to this Notice of Annual General Meeting and Explanatory Statement.

4.7. Financing activities of the Company arising from the transaction

- 4.7.1. The Company's current intention is to issue a prospectus for the raising of capital to commence the development of Mazu City and for the purposes of recompliance with Chapters 1 and 2 of the Listing Rules. It is proposed under this prospectus to raise \$4,500,000 (by way of issuing 2,000,000 shares at an issue price of \$2.25 per share) with a minimum subscription of \$4,050,000, and to allow for oversubscriptions of an additional \$4,500,000 (by way of issuing a further 2,000,000 shares at an issue price of \$2.25 per share).
- 4.7.2. In order to meet the costs and expenses of this recompliance and prospectus process, the Company proposes to implement debt and or equity facilities to raise up to \$250,000.
- 4.7.3. It is anticipated that the maximum dilution effect on shareholders from these financing activities will be less than 3%.

4.8. Management of the Company arising from the transaction

- 4.8.1. The Company was placed in administration on 17 November 2006 and Robert Whitton of Lawler Partners was appointed Administrator of the Company, then known as Green X Global Limited. Mr Whitton has subsequently moved to William Buck Business Recovery Services (NSW) Pty Ltd. Mr Whitton was in control of the Company from that date and no former management personnel of the Company continued to be

employed by or act for the Company. On 13 April 2007, Mr Whitton was appointed Deed Administrator. He ceased to be Deed Administrator of the Deed of Company Arrangement on 9 November 2011.

- 4.8.2. All directors of the Company either resigned or were removed by the Administrator during the period of Administration or Deed Administration.
- 4.8.3. A new board has been appointed to the Company. Some members of the current board were initially appointed by the Deed Administrator. Management and control of the Company is with the parties that can continue to develop the Mazu temple assets for the Company.
- 4.8.4. The current board is as follows:

Directors
Bingkun HUANG (Chairman) Gabriel EHRENFELD (Vice-Chairman) Yong Teng Dixie KOR Huichun (Tom) XU Yuling (Lynn) XU
Company Secretary
Raymond TAYLOR

4.9. Effect of the Mazu transaction

- 4.9.1. The effect of the change of activities on the future earnings of the Company will be positive. The Company has no other activities.
- 4.9.2. Prior to the transactions for the acquisition of the Mazu temple assets, the Company was insolvent and was in administration, had no assets, no management team, no net shareholder equity and no earnings.
- 4.9.3. Investments in the Mazu City project in Fujian Province, China will generate income from trading, rental income, royalty streams and or capital gains. Details of the Mazu City project are set out above.
- 4.9.4. The acquisition of the Mazu temple assets has been transformational for the Company, and has created significant total comprehensive income (over \$25 million), significant assets (over \$73 million) and significant net assets (over \$48 million) for the Company, creating sizeable benefits for the Company's shareholders.

4.10. Transaction timetable

- 4.10.1. The acquisition of the Mazu temple assets is already completed.
- 4.10.2. The Company will now proceed with the required compliance and capital raising steps to develop these assets, particulars of which are set out below.

4.11. Company's plan for reinstatement to quotation on ASX

4.11.1. The Company proposes in the near future to seek reinstatement of its securities to quotation on ASX. To this end, it will be taking the required steps to re comply with Chapters 1 and 2 of the Listing Rules.

4.11.2. The indicative timetable for these steps is set out below:

#	Action to be taken	Indicative Date
1	Issue a prospectus for the raising of capital	By 31 March 2015
2	Issue of Appendix 1A application to ASX for re quotation	By 7 April 2015
3	Complete capital raising	By 15 May 2015
4	Complete re compliance with Chapters 1 and 2 of the Listing Rules	By 22 May 2015
5	Seek reinstatement to quotation	By 1 June 2015

4.11.3. Following reinstatement of its securities to quotation on ASX, the Company will implement the necessary steps for the development of the Mazu City project.

5. ITEM 5 – REPLACEMENT CONSTITUTION

5.1. General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 5 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and ASX Listing Rules.

This will incorporate amendments to the Corporations Act and ASX Listing Rules since the current Constitution was adopted on 25 July 2000.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to:

- updating the name of the Company to that adopted on 7 June 2011;
- updating references to bodies or legislation which have been renamed (e.g. references to the Australian Settlement and Transfer Corporation Pty Ltd, ASTC Settlement Rules and ASTC Transfer); and
- expressly providing for statutory rights by mirroring these rights in provisions of the Proposed Constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution can be sent to Shareholders upon request to the Company Secretary (by Phone: +61 2 8011 4099 or Fax: +61 2 4044 0111). Shareholders are invited to contact the Company if they have any queries or concerns.

5.2. Summary of material proposed changes

Minimum Shareholding (clause 3)

Clause 3 of the Constitution outlines how the Company can manage shareholdings which represent an “unmarketable parcel” of shares, being a shareholding that is less than \$500 based on the closing price of the Company’s Shares on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with “unmarketable parcels” outlined in the Corporations Act such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their shareholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

Clause 3 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.

Fee for registration of off market transfers (clause 8.4(c))

On 24 January 2011, ASX amended ASX Listing Rule 8.14 with the effect that the Company may now charge a “reasonable fee” for registering paper-based transfers, sometimes referred to as “off-market transfers”.

Clause 8.4 of the Proposed Constitution is being made to enable the Company to charge a reasonable fee when it is required to register off-market transfers from Shareholders. The fee is intended to represent the cost incurred by the Company in upgrading its fraud detection practices specific to off-market transfers.

Before charging any fee, the Company is required to notify ASX of the fee to be charged and provide sufficient information to enable ASX to assess the reasonableness of the proposed amount.

Dividends (clause 21)

Section 254T of the Corporations Act was amended effective 28 June 2010.

There is now a three-tiered test that a company will need to satisfy before paying a dividend replacing the previous test that dividends may only be paid out of profits.

The amended requirements provide that a company must not pay a dividend unless:

- the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and
- the payment of the dividend does not materially prejudice the company's ability to pay its creditors.

The existing Constitution reflects the former profits test and restricts the dividends to be paid only out of the profits of the Company. The Proposed Constitution is updated to reflect the new requirements of the Corporations Act. The Directors consider it appropriate to update the Constitution for this amendment to allow more flexibility in the payment of dividends in the future should the Company be in a position to pay dividends.

6. Item 6 – General Business

Members will be given an opportunity to bring before the meeting any other business that may be brought forward in accordance with the Constitution of the Company or the Corporations Act.

Schedule 1

Mazu Alliance Limited

Statement of Financial Position Pre-Transaction & Post-Transaction

	Note	Post-Transaction (Reviewed - See NOTE 2)	Pre-Transaction (Audited – See NOTE 3)
ASSETS			
Current Assets			
Cash & Cash Equivalents		\$2,042,022	-
Material & Inventories		\$31,157	-
Other Assets		\$1,540	-
Total Current Assets		\$2,074,719	-
Non-Current Assets			
Construction in Progress		\$820,032	-
Plant & Equipment		\$4,389	-
Property	1	\$55,883,544	-
Trade and other receivables		\$771,403	-
Total Non-Current Assets		\$57,479,368	-
Total Assets		\$59,554,087	-
LIABILITIES			
Current Liabilities			
Accounts Payable		\$242,725	\$1,447,689
Other Payables		\$903,195	-
Total Current Liabilities		\$1,145,920	\$1,447,689
Non-Current Liabilities			
Related Party Liability		\$100,141	-
Deferred Tax liability		\$18,453,287	-
Total Non-Current Liabilities		\$18,553,428	-
Total Liabilities		\$19,699,348	\$1,447,689
NET ASSETS		\$39,854,739	(\$1,447,689)
EQUITY			
Issued Capital		\$62,741,586	\$45,169,926
Accumulated Losses		(\$22,880,376)	(\$46,617,615)
Reserves		(\$6,471)	-
Total Shareholders' Equity		\$39,854,739	(\$1,447,689)

The above Statement of Financial Position should be read in conjunction with the accompanying notes.

Schedule 1 continued

Mazu Alliance Limited

Notes to the Statement of Financial Position Pre-Transaction & Post-Transaction

NOTE 1

Property	Post-Transaction	Pre-Transaction
Commercial land	\$18,914,978	-
Residential land	\$28,413,280	-
Buildings	\$3,443,637	-
Infrastructure	\$5,111,649	-
Total Property	\$55,883,544	-

NOTE 2

The Post-Transaction Statement of Financial Position is based on (and identical to) the Company's Statement of Financial Position for the period ending 31 December 2011. The financial statements for the period ending 31 December 2011 were reviewed by the Company's auditor, DFK Richard Hill. There were no material changes in the statement of financial position between the date of completion of the transaction in November 2011, and 31 December 2011.

NOTE 3

The Pre-Transaction Statement of Financial Position is based on (and identical to) the Company's Statement of Financial Position for the period ending 30 June 2011. The financial statements for the period ending 30 June 2011 were audited by the Company's then auditor, BDO Audit (NSW-VIC) Pty Ltd. There were no material changes in the statement of financial position between 1 July 2011 and the time up to the completion of the transaction in November 2011.

Schedule 2 - Terms and Conditions of B Class Options

Each B Class Option will entitle the holder of the Option to subscribe for one share ("Share") in the Company on the terms and conditions set out below:

1. \$1,000 is payable in respect of the grant of all the B Class Options.
2. The exercise price payable upon exercise of each B Class Option is \$0.20 per Share.
3. Each B Class Option will be exercisable on or before 31 December 2015.
4. Each B Class Option will entitle the holder to subscribe for one (1) Share which will be issued by the Company within 5 business days of receiving written notice of exercise, together with the exercise price for the B Class Option.
5. The B Class Options will be exercisable by delivering to the registered office of the Company a notice in writing stating the intention of the option holder to exercise a specified number of B Class Options, accompanied by an option certificate or holding statement, if applicable, and a cheque made payable to the Company for the subscription monies due, subject to the funds being duly cleared funds. The exercise of only a portion of the B Class Options held does not affect the holder's right to exercise the balance of any B Class Options remaining.
6. All Shares issued upon exercise of the B Class Options will rank pari passu in all respects with the Company's then issued Shares.
7. If Shares are quoted on ASX, the Company will apply to ASX for official quotation of all Shares issued upon exercise of the B Class Options.
8. The B Class Options will be unlisted. However, the Company reserves the right to apply for quotation at a later date.
9. There are no participating rights or entitlements inherent in the B Class Options and holders will not be entitled to participate in new issues, or issues of rights to subscribe for additional Shares, or any other securities to be issued by the Company, during the currency of the Options. However, the Company will ensure that, for the purpose of determining entitlements to any issue, Option holders will be notified of the proposed issue at least five (5) business days before the record date of any proposed issue. This will give Option holders the opportunity to exercise the B Class Options prior to the date for determining entitlements to participate in any such issue.
10. If there is a bonus issue to holders of Shares, on the exercise of any B Class Options, the number of Shares over which a B Class Option may be exercised will not be increased to the number of bonus shares that would have been issued if the B Class Options had been exercised prior to the date for the bonus issue.
11. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, the B Class Options and/or their exercise price will be reconstructed in the manner required by the Listing Rules.
12. A certificate will be issued for B Class Options. If there is more than one (1) B Class Option on a certificate and prior to the expiry date those options are exercised in part, the Company will issue another certificate for the balance of the B Class Options held and not yet exercised.
13. Subject to the Corporations Act, the Constitution and the Listing Rules, the B Class Options will be fully transferable.



MAZU ALLIANCE LIMITED

ACN 077 226 183

REGISTERED OFFICE:

Level 36, Governor Phillip Tower
1 Farrer Place
SYDNEY NSW 2000



SHARE REGISTRY:

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPLECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

« REF No. »

«HOLDER_NAME»
«ADDRESS_LINE_1»
«ADDRESS_LINE_2»
«ADDRESS_LINE_3»
«ADDRESS_LINE_4»
«ADDRESS_LINE_5»

Code:

ASX: MZU

Holder Number:

«HOLDER_No.»

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

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The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 2:30pm on Tuesday, 28 April 2015 at Level 36, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstance, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTIONS

FOR AGAINST ABSTAIN*

1. **Resolution 1** – Adoption of Remuneration Report

☐☐☐

2. **Resolution 2** – Re-election of Gabriel Ehrenfeld as a director of the Company

☐☐☐

3. **Resolution 3** – Re-election of Yong Teng Dixie Kor as a director of the Company

☐☐☐

4. **Resolution 4** – Change of activities to owner and operator of religious shrines

☐☐☐

5. **Resolution 5** – Replacement of Constitution

☐☐☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 2:30pm on 26 April 2015



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ASX

ZZZSTRPX1DDMMYY





My/Our contact details in case of enquiries are:

Name:

Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

Security Transfer Registrars Pty Ltd

Postal Address PO BOX 535
Applecross WA 6953 AUSTRALIA

Street Address Alexandria House
Suite 1, 770 Canning Highway
Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

